

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION**

<b>In re:</b>	§	
<b>BPP TEXAS, LLC, <i>ET. AL.</i></b>	§	<b>Case No. 10-44378</b>
<b>Debtors<sup>1</sup>.</b>	§	<b>Jointly Administered</b>
	§	
	§	

**RECEIVER'S MOTION TO TERMINATE RECEIVERSHIP  
AND DISCHARGE RECEIVER**

**NO HEARING WILL BE CONDUCTED ON THIS MOTION UNLESS A WRITTEN OBJECTION IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AND SERVED UPON THE PARTY FILING THIS PLEADING WITHIN TWENTY-ONE (21) DAYS FROM DATE OF SERVICE UNLESS THE COURT SHORTENS OR EXTENDS THE TIME FOR FILING SUCH OBJECTION. IF NO OBJECTION IS TIMELY SERVED AND FILED, THIS PLEADING SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT. IF AN OBJECTION IS FILED DAN SERVED IN A TIMELY MANNER, THE COURT WILL THEREAFTER SET A HEARING. IF YOU FAIL TO APPEAR AT THE HEARING, YOUR OBJECTION MAY BE STRICKEN. THE COURT RESERVES THE RIGHT TO SET A HEARING ON ANY MATTER.**

Pursuant to paragraph 13 of the Order Appointing Receiver [Docket No. 483], Jeffrey Kolessar (the "Receiver") hereby files this Motion to Terminate Receivership and Discharge Receiver (the "Motion"). The Motion is based upon the statements herein, the Final Receiver's Report filed contemporaneously herewith, and such other and further supporting documents that may be presented in support of the Motion. As more fully set forth herein and as described in detail in the Final Receiver's Report, the Receiver has liquidated the Hotels,<sup>2</sup> paid all outstanding

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<sup>1</sup> The "Debtors," together with each Debtor's federal tax identification number, are: BPP Texas, LLC (26-1653379); BPP Wisconsin, LLC (26-1653455); BPP Illinois, LLC (26-1652706); BPP Iowa, LLC (26-1653122); BPP Michigan, LLC (26-1653204); and BPP Minnesota, LLC (26-1653304). The service address for all Debtors is: c/o FFC Capital Corporation, 625 Liberty Avenue, Suite 3110, Pittsburgh, PA 15222.

<sup>2</sup> As defined in paragraphs 1 and 4 of the Order Appointing Receiver, the term "Hotels" includes all of the 15 hotels described at paragraph 4 of the Order Appointing Receiver, together with all of the tangible and intangible assets of

expenses, and remitted (or will remit) the remaining cash to Citizens Bank of Pennsylvania (“Citizens”), all as required by the Order Appointing Receiver. In further support of this Motion, the Receiver respectfully states as follows:

1. **Appointment of Receiver.** On December 12, 2013, an Order Appointing Receiver was entered by the Court appointing Jeffrey Kolessar as Receiver in this case.

2. **Receiver’s Bond.** As required by paragraph 2 of the Order Appointing Receiver, the Receiver posted a single bond (the “Receiver’s Bond”) in the amount of \$50,000.00. The Receiver respectfully requests, as contemplated by paragraph 13 of the Order Appointing Receiver, that the Receiver’s Bond be canceled.

3. **Liquidation of Hotels.** Pursuant to paragraph 9(m) of the Order Appointing Receiver, the Receiver engaged Paramount Lodging Advisors, based in Chicago, Illinois, in March 2014 to begin to market the Hotels for sale. The marketing process was continued throughout June 2014. Prospective purchasers toured the Hotels, and non-binding offers were received on an individual hotel and portfolio hotel basis from several parties. A formal call for offers date was set for early July 2014. On July 21, 2014, a purchase and sale agreement was executed with a prospective buyer which, once closed, contemplated the sale of all fifteen Hotels. Pursuant to paragraph 29 of the Order, on July 21, 2014, the Receiver provided the Reorganized Debtors with 30-days notice of the sale, which notice included

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every type located with all of the same, including without limitation all real property, structures, improvements, fixtures, equipment, inventory, good will, contract rights, and any other tangible and intangible assets located at or used in connection with each of the Hotels, the room rents, accounts, cash, deposit accounts, investments and any proceeds therefrom, as to or on account of any Hotels or its operations, causes of action and similar rights and other rights relating to any of the foregoing (including rights to insurance refunds, condemnation rights and other rights, remedies or causes of action relating to any of the foregoing), and any other collateral of Citizens with respect to any of the foregoing (together with any such assets relating to any of the hotels that were previously owned by any of the Debtors and which were not disposed of in connection with the sale or taking of such Hotels).

the information mandated by Paragraph 29. The Reorganized Debtors' objection period expired on August 19, 2014. On September 18, 2014, the sale of all 15 Hotels was completed and control of the Hotels was transferred to the new owner. The sales price for all 15 Hotels totaled \$31,500,000.

4. **Distribution of sale proceeds and Termination of Receivership.** The Receiver has liquidated the Hotels and distributed (or will distribute) the funds in the Receivership either in payment of Receivership expenses or to Citizens. The Final Receiver's Report, which is specifically incorporated herein by reference, contains significant detail regarding the Receiver's use of the funds in the Receivership.

5. **Notice.** The Receiver proposes that notice of this motion be served on the Debtors and all creditors and interested parties receiving ECF notice.

### **CONCLUSION**

6. For the foregoing reasons, the Receiver respectfully requests that this Court enter an order, substantially in the form attached hereto as Exhibit A, terminating the Receivership, discharging Jeffrey Kolessar as Receiver of the Hotels, and canceling the Receiver's Bond.

Respectfully submitted,

**STUTZMAN, BROMBERG, ESSERMAN & PLIFKA,  
A PROFESSIONAL CORPORATION**

By: /s/ Heather J. Panko

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*Counsel for Citizens Bank of Pennsylvania*

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on this 18th day of December 2014, she caused a true and correct copy of the foregoing pleading to be served (i) electronically by the Court's ECF system on all parties in this case subscribing to the same, and (ii) by U.S. first-class mail, postage prepaid, on the party listed below.

FFC Capital Corporation  
Attn: General Counsel  
625 Liberty Ave., Suite 3110  
Pittsburgh, PA 15222

/s/ Heather J. Panko  
Heather J. Panko